

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE**

<p>In re:</p> <p>AGSPRING MISSISSIPPI REGION, LLC, <i>et al.</i>¹,</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 21-11238 (CTG)</p> <p>(Jointly Administered)</p>
<p>Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. and Big River Grain, LLC,</p> <p style="text-align: center;">Appellants,</p> <p>v.</p> <p>Agspring Mississippi Region, LLC, <i>et al.</i>,</p> <p style="text-align: center;">Appellees.</p>	<p>Civil Action No. 1:22-cv-00338-UNA</p>

**DESIGNATION OF RECORD AND ISSUES ON APPEAL
OF APPELLANTS LARRY TUBBS, TUBBS RICE DRYERS, INC.,
CHIEF VENTURES, L.L.C. AND BIG RIVER GRAIN, LLC
FOR RELIEF FROM THE AUTOMATIC STAY**

Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. and Big River Grain, LLC (collectively, the “Tubbs Parties”), designate the following items for inclusion in the record for the appeal of the Order (I) Extending the Debtors’ Authorized Use of Cash Collateral; (II) Authorizing Payment to Term Lenders; and (III) Granting Related Relief [D.I. 290]:

DESIGNATION OF ITEMS FOR THE RECORD ON APPEAL			
ITEM	D.I. NO.	DATE	DESCRIPTION
1	1	9/10/2021	Chapter 11 Voluntary Petition
2	19	9/15/2021	Declaration of <i>Kyle Sturgeon</i>
3	43	9/27/2021	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F,

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Agspring Mississippi Region, LLC (9147); Agspring MS 1, LLC (6456); Agspring MS, LLC (2692); Lake Providence Grain and Rice LLC (1986); and Bayou Grain & Chemical Corporation (7831). The Debtors’ mailing address is 5101 College Boulevard, Leawood, KS 66211.

			Sch G, Sch H, , <i>Sum of Assets and Liabilities, Decl Concerning Debtors Schs of Agspring Mississippi Region, LLC</i>
4	44	9/27/2021	Schedules/Statements filed:, <i>Stmt of Financial Affairs of Agspring Mississippi Region, LLC</i>
5	45	9/27/2021	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, <i>Sum of Assets and Liabilities, Decl Concerning Debtors Schs of Agspring MS I, LLC</i>
6	46	9/27/2021	Schedules/Statements filed: <i>Stmt of Financial Affairs of Agspring MS I, LLC</i>
7	47	9/27/2021	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, <i>Sum of Assets and Liabilities, Decl Concerning Debtors Schs of Agspring MS, LLC</i>
8	48	9/27/2021	Schedules/Statements filed: <i>Stmt of Financial Affairs of Agspring MS, LLC</i>
9	49	9/27/2021	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, <i>Sum of Assets and Liabilities, Decl Concerning Debtors Schs of Lake Providence Grain and Rice LLC</i>
10	50	9/27/2021	Schedules/Statements filed: <i>Stmt of Financial Affairs of Lake Providence Grain and Rice LLC</i>
11	51	9/27/2021	Schedules/Statements filed: Sch A-B, Sch D, Sch E-F, Sch G, Sch H, <i>Sum of Assets and Liabilities, Decl Concerning Debtors Schs of Bayou Grain & Chemical Corporation</i>
12	52	9/27/2021	Schedules/Statements filed: <i>Stmt of Financial Affairs of Bayou Grain & Chemical Corporation</i>
13	61	9/30/2021	Motion For Sale of Property Free and Clear of Liens/ <i>Motion of the Debtors For Entry of Orders (I)(A) Approving Bidding Procedures for the Sale of the Debtors' "Big River" Assets, (B) Authorizing the Debtors to Enter Into an Asset Purchase Agreement With A Stalking Horse Bidder and to Provide Bidding Protections Thereunder, (C) Scheduling An Auction And Approving the Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures, and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving The Sale of The Debtors Big River Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief</i>
14	62	9/30/2021	Declaration in Support / <i>Declaration of Teri Stratton in Support of Motion of the Debtors For Entry of Orders</i>

			<i>(I)(A) Approving Bidding Procedures for the Sale of the Debtors' "Big River" Assets, (B) Authorizing the Debtors to Enter Into an Asset Purchase Agreement With A Stalking Horse Bidder and to Provide Bidding Protections Thereunder, (C) Scheduling An Auction And Approving the Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures, and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving The Sale of The Debtors Big River Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief</i>
15	63	9/30/2021	Motion to Shorten Notice Period with Respect to the Debtors' Motion for Entry of an Order Approving Bidding Procedures for the Sale of the Debtors' "Big River" Assets
16	64	10/1/2021	Order Granting Motion to Shorten Notice Period with Respect to Debtors' Motion for Entry of an Order Approving Bidding Procedures for the Sale of the Debtors' "Big River" Assets
17	81	10/8/2021	Motion for Relief from Stay (FEE) //Motion of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. and Big River Grain, LLC for Limited Relief from the Automatic Stay Pursuant to Section 362(d) of the Bankruptcy Code
18	97	10/14/2021	Motion to Approve Debtor In Possession Financing Filed by Agspring Mississippi Region, LLC
19	98	10/14/2021	Declaration in Support /Declaration of Kyle Sturgeon in Support of Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Obtain Back-Up Postpetition Financing to the Extent Necessary; (II) Authorizing the Debtors to Use Cash Collateral; (III) Granting Liens and Providing Super-Priority Administrative Expense Status; (IV) Granting Adequate Protection; (V) Modifying The Automatic Stay; and (VI) Granting Related Relief
20	103	8/24/2018	Order (A) Approving Bidding Procedures for the Sale of the Debtors' "Big River" Assets, (B) Authorizing the Debtors to Enter Into an Asset Purchase Agreement With A Stalking Horse Bidder and to Provide Bidding Protections Thereunder, (C) Scheduling An Auction And Approving the Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures, and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof

21	107	10/14/2021	Notice of Hearing on Debtors' Motion for Entry of an Order (I) Authorizing the Debtors to Obtain Back-Up Postpetition Financing to the Extent Necessary; (II) Authorizing the Debtors to Use Cash Collateral; (III) Granting Liens and Providing Super-Priority Administrative Expense Status; (IV) Granting Adequate Protection; (V) Modifying The Automatic Stay; and (VI) Granting Related Relief
22	113	10/15/2021	Notice of Sale of Property Free and Clear of Liens - 363(f) FRBP 6004 /Notice of Sale, Bidding Procedures, Auction and Sale Hearing
23	135	10/27/2021	[SEALED] Limited Objection of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. and Big River Grain, LLC to the Sale Order, the Sale Transaction, and the Proposed Cure Amounts for Assumption and Sale
24	136	10/27/2021	Objection // Debtors' Opposition to Motion of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, LLC and Big River Grain, LLC for Limited Relief from the Automatic Stay Pursuant to Section 362(d) of the Bankruptcy Code
25	138	10/27/2021	Objection of LVS II SPE XVIII LLC and HVS V LLC to Motion of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. and Big River Grain, LLC for Limited Relief from the Automatic Stay Pursuant to Section 362(d) of the Bankruptcy Code
26	141	10/29/2021	Motion for Leave (Motion of LVS II SPE XVIII LLC and HVS V LLC for Leave to File and Serve Late Reply to "Limited Objection of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. and Big River Grain, LLC to the Sale Order, the Sale Transaction, and the Proposed Cure Amounts for Assumption and Sale"
27	142	10/29/2021	Motion to File Under Seal//Motion of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. and Big River Grain, LLC to File Under Seal Certain Exhibits to Their Limited Objection to the Sale Order, the Sale Transaction, and the Proposed Cure Amounts for Assumption and Sale
28	143	10/29/2021	Notice of Filing of Proposed Redacted Version of Document //Notice of Filing of Proposed Redacted Version of Limited Objection to the Sale Order, the Sale Transaction, and the Proposed Cure Amounts for Assumption and Sale
29	144	10/29/2021	Motion for Leave //Motion of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. and Big River

			<i>Grain, LLC for Leave to File Late Reply to (I) Debtors' Opposition to Motion of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, LLC and Big River Grain, LLC for Limited Relief from the Automatic Stay Pursuant to Section 362(d) of the Bankruptcy Code and (II) Objection of LVS II SPE XVIII LLC and HVS V LLC to Motion of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. and Big River Grain, LLC for Limited Relief from the Automatic Stay Pursuant to Section 362(d) of the Bankruptcy Code</i>
30	145	10/29/2021	Order Granting Leave to File and Serve A Late Reply to "Limited Objection of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. and Big River Grain, LLC to the Sale Order, the Sale Transaction, and the Proposed Cure Amounts for Assumption and Sale"
31	146	10/29/2021	<i>Motion for Leave to File Late Reply in Support of Motion of the Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for the Sale of the Debtors' "Big River" Assets, (B) Authorizing the Debtors to Enter Into an Asset Purchase Agreement with a Stalking Horse Bidder and to Provide Bidding Protections Thereunder, (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures, and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors' "Big River" Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief</i>
32	156	11/1/2021	Order Granting Motion of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. and Big River Grain, LLC for Leave to File Late Replies in support of Limited Relief from the Automatic Stay Pursuant to Section 362(d) of the Bankruptcy Code
33	157	11/1/2021	<i>Reply (Statement of Secured Lenders LVS II SPE XVIII LLC and HVS V LLC in Support of Debtors' Sale Transaction and in Reply to Limited Objection of Tubbs Parties)</i>
34	158	11/1/2021	Order Granting Debtors' Motion for Leave to File Late Reply in Support of Motion of the Debtors for Entry of Orders (I)(A) Approving Bidding Procedures for the Sale of the Debtors' "Big River" Assets, (B) Authorizing the Debtors to Enter into an Asset Purchase Agreement with a Stalking Horse Bidder and

			to Provide Bidding Protections Thereunder, (C) Scheduling an Auction and Approving the Form and Manner of Notice Thereof, (D) Approving Assumption and Assignment Procedures, and (E) Scheduling a Sale Hearing and Approving the Form and Manner of Notice Thereof; (II)(A) Approving the Sale of the Debtors' "Big River" Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief
35	159	11/1/2021	<i>Omnibus Reply of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. and Big River Grain, LLC to (I) Debtors' Opposition to Motion for Limited Relief from the Automatic Stay and (II) Objection of LVS II SPE XVIII LLC and HVS V LLC to Motion for Limited Relief from the Automatic Stay</i>
36	160	11/1/2021	<i>Reply // Debtors' Reply to Limited Objection of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. and Big River Grain, LLC to the Sale Order, the Sale Transaction, and the Proposed Cure Amounts for Assumption and Sale</i>
37	162	11/2/2021	<i>Declaration of Adam Johnson in Support of Entry of Order (A) Approving the Purchase Agreement; (B) Authorizing the Sale of Debtors' "Big River" Assets Free and Clear of All Liens, Claims, Encumbrances and Interests; (C) Authorizing the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases; and (D) Granting Related Relief</i>
38	168	11/2/2021	<i>Supplemental Declaration in Support Supplemental Declaration of Teri Stratton in Support of Sale Motion</i>
39	169	11/2/2021	Amended Notice of Agenda of Matters Scheduled for Hearing Filed by Agspring Mississippi Region, LLC. Hearing scheduled for 11/3/2021 at 10:00 AM at US Bankruptcy Court, 824 Market St., 3rd Fl., Courtroom #7, Wilmington, Delaware
40	173	11/3/2021	<i>Exhibit(s) //Notice of Filing of Unredacted Version of Limited Objection of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. and Big River Grain, LLC to the Sale Order, the Sale Transaction, and the Proposed Cure Amounts for Assumption and Sale</i>
41	174	11/4/2021	Final Order (I) Authorizing the Debtors to Obtain Back-up Postpetition Financing to the Extent Necessary; (II) Authorizing the Debtors to Use Cash Collateral; (III) Granting Liens and Providing Super-

			Priority Administrative Expense Status; (IV) Granting Adequate Protection; (V) Modifying the Automatic Stay; and (VI) Granting Related Relief
42	175	11/4/2021	Certification of Counsel <i>Requesting Entry of Order Denying Motion of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. and Big River Grain, LLC for Limited Relief from the Automatic Stay Pursuant to Section 362(d) of the Bankruptcy Code</i>
43	176	11/4/2021	Certification of Counsel <i>Regarding Motion of the Debtors for Entry of Order (A) Approving the Sale of the Debtors' "Big River" Assets Free and Clear of Liens, Claims, Interests, and Encumbrances, and (B) Approving the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (III) Granting Related Relief</i>
44	178	11/4/2021	Order Denying the Motion of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. and Big River Grain, LLC for Limited Relief from the Automatic Stay Pursuant to Section 362(d) of the Bankruptcy Code
45	179	11/4/2021	Order (A) Approving the Purchase Agreement; (B) Authorizing the Sale of the Debtors' Debtors' "Big River" Assets Free and Clear of Liens, Claims, and Encumbrances and Interests; (C) Authorizing the Assumption and Assignment of Executory Contracts and Unexpired Leases; and (D) Granting Related Relief
46	180	11/5/2021	Transcript regarding Hearing Held 11/3/2021 RE: Omnibus Hearing
47	206	12/16/2021	Notice of Assumption of Lease/Executory Contract / <i>Notice of Sale Closing and Notice of Assumption and Assignment of Executory Contracts and Unexpired Leases</i>
48	207	12/17/2021	Certificate of Service <i>re Notice of Sale Closing and Notice of Assumption and Assignment of Executory Contracts and Unexpired Leases</i>
49	244	2/11/2022	Motion to Extend / <i>Motion for Entry of an Order (I) Extending Debtors' Authorized Use of Cash Collateral; (II) Granting Additional Adequate Protection to Term Lenders and (III) Granting Related Relief</i>
50	248	2/18/2022	Objection of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. and Big River Grain, LLC to Debtors' Motion for Entry of an Order (I) Extending Debtors' Authorized Use of Cash Collateral; (II) Granting Additional Adequate Protection to Term Lenders; and (III) Granting Related Relief

51	252	2/22/2022	Reply // <i>Debtors' Reply to Objection of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. and Big River Grain, LLC to Debtors' Motion for Entry of an Order (I) Extending Debtors' Authorized Use of Cash Collateral; (II) Granting Additional Adequate Protection to Term Lenders; and (III) Granting Related Relief</i>
52	253	2/22/2022	Lenders' (I) Statement in Support of Debtors' Cash Collateral Extension and Adequate Protection Motion, and (II) Reply in Opposition to Tubbs Parties' Objection
53	254	2/23/2022	Notice of Agenda of Matters Scheduled for Hearing
54	260	2/24/2022	Affidavit/Declaration of Service of <i>Kristen Hambleton of Parcels, Inc. Regarding "Lenders' (I) Statement in Support of Debtors' Cash Collateral Extension and Adequate Protection Motion, and (II) Reply in Opposition to Tubbs Parties' Objection"</i>
55	261	2/24/2022	Certificate of Service (<i>re: Lenders' (I) Statement in Support of Debtors' Cash Collateral Extension and Adequate Protection Motion, and (II) Reply in Opposition to Tubbs Parties' Objection</i>)
56	266	2/28/2022	Observations Re: Cash Collateral and Adequate Protection Motion
57	267	2/28/2022	Transcript regarding Hearing Held 2/25/2022 RE: (i) Motion Extending Debtors Authorized Use of Cash Collateral and (ii) Interim Fee Applications of Certain Estate Professionals.
58	271	2/28/2022	Notice of Agenda of Matters Scheduled for Hearing Filed by Agspring Mississippi Region, LLC
59	274	3/1/2022	Notice of Service <i>Witness and Exhibit List for Hearing on Debtors' Motion for Entry of an Order (I) Extending Debtors' Authorized Use of Cash Collateral; (II) Granting Additional Adequate Protection to Term Lenders and (III) Granting Related Relief</i>
60	275	3/1/2022	Amended Notice of Agenda of Matters Scheduled for Hearing
61	276	3/1/2022	Notice of Service <i>Amended Witness and Exhibit List for Hearing on Debtors' Motion for Entry of an Order (I) Extending Debtors' Authorized Use of Cash Collateral; (II) Granting Additional Adequate Protection to Term Lenders and (III) Granting Related Relief</i>
62	277	3/1/2022	Notice of Service // <i>Notice of Larry Tubbs, Tubbs Rice Dryers, Inc., Chief Ventures, L.L.C. And Big River Grain, LLCs Witness List and Exhibit List in Connection with Hearing on Debtors Motion for Entry</i>

			<i>of An Order (I) extending debtors authorized use of cash collateral; (II) Granting Additional Adequate Protection to Term Lenders; And (III) Granting Related Relief</i>
63	278	3/1/2022	Second Notice of Agenda of Matters Scheduled for Hearing
64	279	3/1/2022	Third Notice of Agenda of Matters Scheduled for Hearing
65	280	3/1/2022	Exhibit(s) <i>Second Amended Witness and Exhibit List for Hearing on Cash Collateral Motion</i>
66	281	3/1/2022	Amended Notice of Agenda of Matters Scheduled for Hearing
67	282	3/2/2022	Certificate of Service
68	283	3/2/2022	Hearing Held 3/2/2022 @ 11:00 a.m. Court Sign-In Sheet
69	284	3/3/2022	<i>Letter to The Honorable Craig T. Goldblatt from Christopher P. Simon, Esquire Regarding Motion for Entry of an Order (I) Extending Debtors' Authorized Use of Cash Collateral; (II) Granting Additional Adequate Protection to Term Lenders and (III) Granting Related Relief</i>
70	285	3/3/2022	Transcript regarding Hearing Held 3/2/2022 RE: Motion for Entry of an Order (I) Extending Debtors' Authorized Use of Cash Collateral; (II) Granting Additional Adequate Protection to Term Lenders; and (III) Granting Related Relief
71	290	3/10/2022	Order (I) Extending the Debtors' Authorized Use of Cash Collateral; (II) Authorizing Payment to Term Lenders; And (III) Granting Related Relief
72	291	3/11/2022	Certificate of Service <i>Regarding [Signed] Order (I) Extending the Debtors' Authorized Use of Cash Collateral; (II) Authorizing Payment to Term Lenders; and (III) Granting Related Relief</i>
73	301	3/16/2022	Notice of Appeal

STATEMENT OF ISSUES ON APPEAL

1. Whether the Bankruptcy Court erred in granting the Debtors' Motion Extending Debtors' Authorized Use of Cash Collateral, Granting Additional Protection and Related Relief [D.I. 244] ("Motion") and authorizing the Debtors to pay the prepetition lenders \$8,870,281.20 without first finding that the prepetition lenders were in need of adequate protection.

2. Whether the Bankruptcy Court erred in granting the Motion and authorizing the distribution of \$8,870,281.20 in proceeds of a sale of assets pursuant to Section 363 to lenders as the payment of the proceeds of the sale of collateral, which proceeds are not necessary to an effective reorganization within the meaning of section 362(d)(2) of the Bankruptcy Code.

3. Whether the state court litigation filed in 2019 by the Appellant against Agspring Mississippi Region and Lake Providence Grain and Rice, LLC, Debtors herein, and PIMCO, the lender's apparent agent who claimed to be the lender, asserting that loans made to a non-debtor third party by the lenders was not a loan but an equity investment, and which was stayed upon the filing of the bankruptcy case by Section 362, qualified as an objection or challenge to the liens and claims of Prepetition Secured Parties such that the Debtors' stipulations as to the amounts due and the lien rights of lender are not binding.

CERTIFICATION REGARDING TRANSCRIPTS

Pursuant to Rule 8009(b)(1) of the Federal Rules of Bankruptcy Procedure, Appellants hereby file this certificate stating that Appellants are not ordering any transcripts.

Dated: March 30, 2022

CROSS & SIMON, LLC

/s/ Michael L. Vild

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